

Countersigned - K. Bartman

RECORDATION NO. 21480 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

JUN 24 '98

10-50 AM

ELEAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

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June 24, 1998

RECORDATION NO. 21480-ABSD FILED

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RECEIVED
SURFACE TRANSPORTATION BOARD
10/24/98

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TTX Lease 47-FS

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of June 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of the following secondary documents related thereto: Memoranda of Lease Supplement No. 1, Trust Indenture and Security Agreement, Trust Indenture and Security Supplement No. 1 and Lease Assignment.

The names and addresses of the parties to the enclosed documents are:

Memoranda of Lease
and Lease Supplement No. 1

Lessor: First Omni Bank, N.A.
499 Mitchell Street
Millsborough, Delaware 19966

B Lessee: TTX Company
101 North Wacker Street
Chicago, Illinois 60606

Mr. Vernon A. Williams
June 24, 1998
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Memoranda of Trust Indenture and
Security Agreement and Indenture Supplement No. 1

Owner Trustee: First Omni Bank
499 Mitchell Street
Millsborough, Delaware 19966

Security Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Memorandum of Lease Assignment

Assignor: First Omni Bank
499 Mitchell Street
Millsborough, Delaware 19966

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$130.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Schedule A
 TX Company
 Lease No. 47
 Equipment List
 June 23, 1998 closing

First Security

Builder/ Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
<u>Gunderson Inc.</u>						
Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	66	330	750412-750477. 750527-750537.	\$200,341.00 200,342.00	\$13,222,506.00 2,203,762.00	Feb.-Apr., '98 Apr.-May, '98
<u>National Steel Car Limited</u>						
Three-unit 48-foot drawbar-connected double-stack well cars for carrying containers- DTTX.	77 61 17	231 183 51	27199-27275. 27481-27534, 27551-27557. 27666-27682.	144,714.00 144,814.00 139,525.00	11,142,978.00 8,833,654.00 2,371,925.00	Feb.-May, '98 Jan.-Apr., '98 Apr.-May, '98
<u>Trinity Industries</u>						
Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTX.	33	99	355117-355149.	117,945.00	3,892,185.00	Feb.-Apr., '98
Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	7	21	360415-360421.	137,187.00	960,309.00	April-May, '98
Total	222	970			\$42,627,319.00	

JUN 24 '98

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MEMORANDUM OF LEASE SUPPLEMENT NO.1 (NO. 47-FS) dated June 24, 1998, by TTX COMPANY, a Delaware corporation, as lessee, and TTX LEASE 47-FS TRUST, a Delaware trust, as lessor.

The undersigned have entered into that certain Lease of Railroad Equipment (No. 47-FS) dated as of June 15, 1998 for a term ending on July 15, 2020, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

The undersigned have entered into that certain Lease Supplement No.1 (No. 47-FS) dated June 15, 1998, whereby the terms and provisions of the above-referenced Lease of Railroad Equipment are made applicable to the railroad equipment listed in Schedule A hereto, and wish to show for the public record the interest of TTX Lease Number 47-FS Trust, a Delaware trust, as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Supplement to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By: *TD Marion*
Name: Thomas D. Marion
Title: Treasurer

FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee of TTX LEASE 47-61 TRUST, FS

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Supplement to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By: _____

Name: Thomas D. Marion
Title: Treasurer

FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee of TTX LEASE 47-[] TRUST,

CS
FS

By: _____

Robert D. Brown
Name: Robert D. Brown
Title: Assistant Vice President

Schedule A
 TTX Company
 Lease No. 47
 Equipment List
 June 24, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
<u>Gunderson Inc.</u>						
Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	66	330	750412-750477. 750527-750537.	\$200,341.00 200,342.00	\$13,222,506.00 2,203,762.00	Feb.-Apr., '98 Apr.-May, '98
<u>National Steel Car Limited</u>						
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Trinity Industries Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTAX.	17	51	27666-27682.	139,525.00	2,371,925.00	Apr.-May, '98
Trinity Industries Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	33	99	355117-355149.	117,945.00	3,892,185.00	Feb.-Apr., '98
	7	21	360415-360421.	137,187.00	960,309.00	April-May, '98
Total	<u>272</u>	<u>970</u>			<u>\$42,627,319.00</u>	